

CIERA NETWORK SYSTEMS, INC.

ATTACHMENT I

Articles of Incorporation
&
Authorization to Transact Business

File Number 6050-002-9

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
CIERA NETWORK SYSTEMS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS HAS BEEN FILED IN
THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 2ND day of JUNE A.D. 1999 and of the Independence of the United States the two hundred and 23RD



Jesse White

Secretary of State

ARTICLES OF INCORPORATION
OF
CIERA NETWORK SYSTEMS, INC.

FILED
In the Office of the
Secretary of State of Texas

DEC 28 1998

Corporations Section

ARTICLE I.

NAME

The name of the Corporation is Ciera Network Systems, Inc.

ARTICLE II.

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE III.

PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act (the "TBCA").

ARTICLE IV.

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 150,000,000 which shall be divided into (a) 100,000,000 shares of common stock having a par value of \$.0001 per share ("Common Stock") and (b) 50,000,000 shares of preferred stock having a par value of \$.01 per share ("Preferred Stock").

A description of the different classes of stock of the Corporation and a statement of the designations, preferences, limitations and relative rights, including voting rights of the various classes of stock are as follows:

1. Preferred Stock. The shares of Preferred Stock may be divided into and issued in series. The board of directors shall have the authority to establish series of unissued shares of Preferred Stock by fixing and determining the relative rights and preferences of the shares of any series so established, and to increase or decrease the number of shares within each such series; provided, however, that the board of directors may not decrease the number of shares within a series of Preferred Stock to less than the number of shares within such series that are then issued. The Preferred Stock of each such series shall have such designations, preferences, limitations, or relative rights, including voting rights, as shall be set forth in the resolution or resolutions establishing such

CIERA NETWORK SYSTEMS, INC.

series adopted by the board of directors, including, but without limiting the generality of the foregoing, the following:

(a) The distinctive designation of, and the number of shares of Preferred Stock that shall constitute, such series, which number (except where otherwise provided by the board of directors in the resolution establishing such series) may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by like action of the board of directors;

(b) The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or any other series of the same or other class or classes of capital stock of the Corporation and whether such dividends shall be cumulative or noncumulative;

(c) The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock, obligations, indebtedness, rights to purchase securities or other securities of the Corporation or other entities, domestic or foreign, or for other property or for any combination of the foregoing, and the terms and conditions of such conversion or exchange;

(d) Whether or not shares of such series of Preferred Stock shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, shares of such series of Preferred Stock may be redeemed;

(e) The rights, if any, of the holders of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or in the event of any merger or consolidation of or sale of assets by the Corporation;

(f) The terms of any sinking fund or redemption or repurchase or purchase account, if any, to be provided for shares of such series of Preferred Stock;

(g) The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share, and which may, without limiting the generality of the foregoing, include the right, voting as a series of Preferred Stock as a class, to elect one or more directors of the Corporation generally or under such specific circumstances and on such conditions, as shall be provided in the resolution or resolutions of the board of directors adopted pursuant hereto, including, without limitation, in the event there shall have been a default in the payment of dividends on or redemption of any one or more series of Preferred Stock; and

(h) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as the board of directors shall determine.

2. Common Stock.

(a) Subject to the prior and superior rights of the Preferred Stock, and on the conditions set forth in Section 1 of this Article or in any resolution of the board of directors providing for the issuance of any series of Preferred Stock, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the board of directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

(b) Each holder of Common Stock shall be entitled to one vote for each share held.

3. Cumulative Voting Denied. Shares of the voting stock of the Corporation shall not be voted cumulatively.

4. Preemptive Rights. Except as may be established by the board of directors with respect to any series of Preferred Stock, shares of stock of the Corporation do not carry preemptive rights.

5. Stock Certificates. There shall be set forth on the face or back of each certificate for shares of stock of the Corporation a statement that each of the following is set forth in the articles of incorporation of the Corporation on file in the Office of the Secretary of State of the State of Texas, and that the Corporation will furnish a copy of each such statement to the record holder of the certificate without charge on written request to the Corporation at its principal place of business or registered office: (i) a statement of the designations, preferences, and relative rights, including voting rights, of each class or series of the Corporation's capital stock to the extent that they have been fixed and determined; (ii) a statement of the authority of the board of directors to fix and determine the designations, preferences, limitations, and relative rights, including voting rights, of any series; and (iii) a statement of the extent to which the Corporation has by its articles of incorporation limited or denied the preemptive right of shareholders to acquire unissued or treasury shares of the Corporation.

ARTICLE V.

INITIAL CONSIDERATION FOR ISSUANCE OF SHARES

The Corporation will not commence business until it has received for the issuance of its shares consideration of a value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation 11200 Westheimer, Suite 900, Houston, Texas 77042. The name of the initial registered agent of the Corporation at such address is Robert W. Livingston.

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ARTICLE VII.

INITIAL BOARD OF DIRECTORS

1. The number of directors shall from time to time be fixed by the Bylaws of the Corporation. The number of directors constituting the initial board of directors is two (2). Directors need not be residents of the State of Texas or shareholders of the Corporation. The name and address of the persons elected to serve as directors until the first annual meeting of the shareholders, or until their successors shall have been duly elected, unless any or all shall sooner die, resign or be removed, in accordance with the Bylaws of the Corporation, are as follows:

NameAddress

Robert W. Livingston

3930 Bolivia, Pasadena, Texas 77504

James H. Jarrett, Jr.

320 Kelly Drive, Victoria, Texas 77904

2. No director of the Corporation shall be removed from his office as a director by vote or other action of the shareholders or otherwise except for cause.

ARTICLE VIII.

LIMITATION OF DIRECTOR LIABILITY

To the greatest extent permitted by applicable law in effect from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for liability for: (i) a breach of a director's duty or loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) an act related to an unlawful stock repurchase or unlawful payment of a dividend.

ARTICLE IX.

INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that would lead to such action, suit or proceeding (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee

benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the TBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all judgments, fines, penalties (including excise tax and similar taxes), settlements, and reasonable expenses actually incurred by such indemnitee in connection therewith. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the TBCA requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

2. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any indemnitee against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a representative of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBCA.

3. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the TBCA with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X.

CALL OF SPECIAL MEETINGS OF THE SHAREHOLDERS

Special meetings of the Corporation's shareholders may be called (i) by the president, the board of directors, or such other person or persons as may be authorized in the Bylaws or (ii) by the holders of at least fifty percent (50%) of all the shares entitled to vote at the proposed special meeting.

ARTICLE XI.

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Texas, the board of directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

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ARTICLE XII.


INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Robert W. Livingston
11200 Westheimer, Suite 900
Houston, Texas 77042

The undersigned, being the incorporator designated herein, executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 22nd day of December, 1998.

INCORPORATOR:


Robert W. Livingston

2001-12-22 14:00:00